

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 3rd/2023-24 EXTRA ORDINARY GENERAL MEETING (EoGM) OF THE MEMBERS OF QUANTUM INFORMATION SERVICES PRIVATE LIMITED WILL BE HELD ON TUESDAY, 26th MARCH, 2024 AT 11.00 AM IST VIA VIDEO CONFERENCING (VC) THRU ZOOM APPLICATION TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

ITEM NO. 1: SPECIAL BUSINESS:

TO APPROVE THE SERVICE AGREEMENT BETWEEN HYNCO INDIA PRIVATE LIMITED AND QUANTUM INFORMATION SERVICES PRIVATE LIMITED, WHICH IS A RELATED PARTY TRANSACTION AND NOT ENTERED AT ARMS LENGTH BASIS:

To consider and if thought fit, to pass with or without modification(s), the following resolution as special resolution:

“RESOLVED THAT the consent of the Members of the Company be and is hereby accorded for the execution and signing of the Service Agreement as approved in the Board Meeting held on Tuesday, 22nd February 2024, between HYNCO India Private Limited and Quantum Information Services Private Limited which is placed as Annexure- 1 to this Notice.

“RESOLVED FURTHER THAT pursuant to Section 188 (1)(d) of the Companies Act, 2013, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) the tabled below related party transactions, to be entered into by the Company be placed for approval of the Members.”

Sr. No.	Nature of Contract / Transaction	Name of related party	Approved Value 2023-24	Duration of Contract / material terms	Manner of determination of price and other commercial term(Arms' length)
1.	Service Agreement to include <input type="checkbox"/> Donor Advisory Services <input type="checkbox"/> Monthly newsletter content pertaining to philanthropy / social sector. <input type="checkbox"/> PersonalFN/QIS will be termed as a corporate supporter in HYNCO's social media	HYNCO India Private Limited (HYNCO)	1. One time service charge of Rs.1,63,000/- (Rupees One Lakh Sixty Three Thousand only) plus applicable GST 2. Once the donation amount	For a period of 1 year from the commencement date of the agreement subject to termination by either party, by giving 30	Actual Basis. The arrangement is in the ordinary course of business but not an arm's length transactions for both the parties.

Quantum Information Services Private Limited

Regd. & Corp. Office : 103, Regent Chambers, Nariman Point, Mumbai - 400 021.

Tel.: +91 22 6136 1200 • Email : info@personalfn.com • Website : www.personalfn.com
CIN : U65990MH1989PTC054667

communications during Daan Utsav 2024; <input type="checkbox"/> Sharing of periodic program updates with donors;	from the QIS subscribers crosses Rs. 25 Lakhs, a standard donor advisory fee of 5% will be levied on donation amount per	days notice in writing.
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“RESOLVED FURTHER THAT any Directors of the Company or Ms. Swati Savla - Compliance Officer of the Company be and are hereby severally/jointly authorized to negotiate, finalize and execute the above-mentioned agreements and documents on behalf of the Company and do all such acts, matters, deeds and things and to take all steps and do all things and give such directions as may be required, necessary, expedient or desirable for giving effect to the said Service Agreement.”

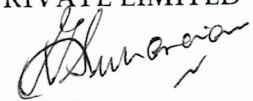
“RESOLVED FURTHER THAT the Common Seal of the Company, if required, be affixed and stamped on the Service Agreement and such other documents as may be required to be executed under the Common Seal of the Company in the presence of any one of the authorized signatories.”

“RESOLVED FURTHER THAT the aforesaid power entrusted to the said official shall be valid and effective unless revoked earlier by the Board or shall be exercisable by him so long as he is in the concerned to the Company.”

“RESOLVED FURTHER THAT all acts, deeds, things, matters, etc. as aforesaid shall be deemed to be valid and enforceable only if they are consistent with the instant resolution as may be relevant in this case and that the Board shall not be responsible for any acts beyond the scope of the aforesaid powers done by the Directors or the Compliance Officer of the Company and such invalid, illegal acts, and acts done beyond the scope of powers granted in this Resolution shall not bind the Company against any third parties or before any authorities in any manner and that the Board shall not be answerable in that behalf.”

“RESOLVED FURTHER THAT a certified copy of the resolution be given to anyone concerned or interested in the matter.”

By order of Board of Directors
 For QUANTUM INFORMATION SERVICES PRIVATE LIMITED



I.V. Subramaniam
 Director
 DIN: 00253917

Date: 21st March, 2024
 Place: Mumbai

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NOTES:

1. The Ministry of Corporate Affairs ("MCA") General Circular No. 9/2023 dated 25.09.2023, in continuation to the Circular No. 14/2020, dated 08.04.2020, General Circular No. 03/2022 dated 05.05.2022 and General Circular No. 11/2022 dated 28.12.2022 and after due examinations, the Companies are allowed to conduct their EoGM through VC/OAVM upto 30.09.2024. Accordingly, in compliance with the provisions of the Companies Act, 2013 and MCA circulars issued, the 2nd/2023-24 EoGM is being conducted through VC.
2. Since the 3rd/2023-24 EoGM is being held through VC facility, physical attendance of the members has been dispensed with. Accordingly, the facility to appoint proxy to attend and vote for the members is not available at the 3rd/2023-24 EoGM and hence proxy form and Attendance Slips are not annexed to this Notice.
3. The attendance of the members attending the 3rd/2023-24 EoGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. The details of VC Link to attend the meeting shall be communicated to the Members separately.
5. The relevant explanatory statement pursuant to the Section 102 of the Companies Act, 2013 in respect of the business given in this Notice in Item No. 1 is annexed hereto.
6. Since the 3rd/2023-24 EoGM will be held through VC, the Route Map is not annexed to this Notice.

By order of Board of Directors
For QUANTUM INFORMATION SERVICES PRIVATE LIMITED

Date: 21st March, 2024
Place: Mumbai


I.V. Subramaniam
Director
DIN: 00253917

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EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF
THE COMPANIES ACT, 2013.

ITEM NO. 1:

The Board of Directors in their meeting held on Tuesday, 26th March, 2024, accorded approval to enter into service agreement between HYNCO India Private Limited and Quantum Information Services Private Limited, being a related party transaction not entered at arm's length basis.

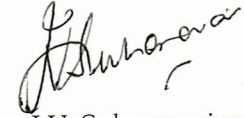
Further, HYNCO INDIA PRIVATE LIMITED (the "Company") is a 100% subsidiary of Quantum Information Services Private Limited. The nature of the contract/transactions approved to be entered with Quantum Information Services Private Limited is for the period of 1 year as detailed in the Annexure I (i.e Service Agreement) subject to termination by either party by giving 30 days' notice in advance and on such other additional terms and conditions as specified in the Service Agreement attached.

The said transaction, being a related party transactions and not entered at arm's length, requires approval by the Members of the Company.

By order of Board of Directors
For QUANTUM INFORMATION SERVICES PRIVATE LIMITED

Date: 21st March, 2024

Place: Mumbai



I.V. Subramaniam

Director

DIN: 00253917

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